

## **Section M - Evaluation Factors for JSLNBCRS Award**

### **M.1 Evaluation of Proposals**

**M.1.1 General** Careful, full and impartial consideration will be given to all proposals furnished under this Solicitation. The evaluation will be applied in a similar manner.

**M.1.2 Initial Evaluation of Proposals** An evaluation plan is established to evaluate each of the areas. In accordance with the approved Source Selection Plan, a team of Government personnel will evaluate all proposals received.

### **M.2 Contract Award**

**M.2.1 Anticipate One (1) Award** - The Government will make one (1) contract award. The Government intends to evaluate offers and award the contract without discussions with Offerors. Therefore, the Offeror's initial offer shall contain the offeror's best terms from a price and technical standpoint. The Government, however, reserves the right to conduct discussions if later determined by the Contracting Officer as necessary. The Government may reject any or all offers if such action is in the public interest; accept other than the lowest offer; and waive informalities and minor irregularities in offers received

#### **M.2.2 Competitive Range**

**M.2.2.1** The Contracting Officer (KO) will make the determination as to which proposals are in the "Competitive Range."

**M.2.2.2** The competitive range will be determined based on the technical management, price and past performance and will include all proposals which have a reasonable chance of being selected for award.

#### **M.2.3 Discussions/Final Revised Proposals**

**M.2.3.1** All Offerors selected to participate in discussions, if discussions are required, will be advised of deficiencies and significant weaknesses in their proposals. They may be offered a reasonable opportunity to correct or resolve the deficiencies and significant weaknesses.

**M.2.3.2** The KO may allow Offerors to submit price, technical or other proposal revisions resulting from discussions.

**M.2.3.3** At the conclusion of discussions, the KO will determine a final common cut-off date for Final Revised Proposals and notify Offerors recommended for Final Revision Proposals.

**M.2.4 Final Evaluation of Proposals** - The initial evaluation of the proposals within the

competitive range may be revised in light of any additional information/ data provided during subsequent discussions and/or furnished with the Final Revised Proposal.

### **M.3 Basis for Award**

**M.3.1** The award will be made to the Offeror whose proposal represent the best value to the Government.

**M.3.2** The award decision will be based on an evaluation of all areas, factors, and sub factors set forth in this solicitation.

**M.3.3** The Government will conduct a trade-off among price and non-price areas, factors and sub factors.

**M.3.4** The Government may award to other than the lowest Price Offeror.

**M.3.5** Award will be made to the responsible Offeror whose proposal is responsive to the solicitation requirements and represents the best value to the Government.

### **M.4 Evaluation Approach**

**M.4.1** Listed below are the three (3) areas that will be evaluated by the Government in selecting a source for performance of the effort described in the Statement of Work (SOW) and System Performance Specification (SPS).

- 1 Technical/ Management
2. Price
3. Past Performance

**M 4.2 Technical/ Management Evaluation** - An evaluation will be performed on each proposal based upon the Technical/ Management factors and Sub factors listed in M.6.2 and M.7. The following adjectival ratings will be used to evaluate the Technical/Management factors and Sub factors:

**M.4.2.1 Excellent** – Proposal demonstrates an excellent understanding of the requirements when the proposal is: comprehensive and complete in all details; exceptional strengths are identified that will significantly benefit the Government; evidence is provided that validates the effectiveness of the stated approach and benefits and no deficiencies or weaknesses are identified. The proposal represents a low risk of failure.

**M.4.2.2 Good** – Proposal demonstrates a good understanding of the requirements when the proposal is: comprehensive and complete in all details; strengths are identified that will benefit the Government; evidence is provided that validates the effectiveness of the stated approach and benefits and no deficiencies exist. Minor weaknesses may exist but they are readily correctable or capable of being resolved without substantial

impact on cost or schedule. The proposal represents a moderately low risk of failure.

**M.4.2.3 Satisfactory** – Proposal demonstrates an adequate understanding of the requirements, proposes an acceptable approach, few or no strengths exist and no deficiencies exist. Weaknesses that exist are readily correctable or capable of being resolved without substantial impact on cost or schedule. The proposal represents a moderate risk of failure.

**M.4.2.4 Marginal** – A proposal demonstrates a weak understanding of the requirements and proposes an approach with few or no strengths, significant weaknesses and contains deficiencies that are susceptible of being corrected. The proposal represents a high risk of failure.

**M.4.2.5 Unacceptable** – Proposal demonstrates a lack of understanding of the requirements. Many deficiencies exist and a major proposal revision is necessary to make it acceptable. The proposal represents a very high risk of failure.

**M.4.3 Price** The Price Area will not receive a rating but instead will be evaluated for realism, reasonableness, and completeness as described in paragraph M.8. As a result of the realism evaluation, the Government will assess the level of cost risk associated with this effort. The assessment will be supported with a narrative evaluation.

**M.4.4 Past Performance** The Offeror will be evaluated on past performance using an adjectival rating of high, moderate, low or unknown risk that defines the performance risk assessment. A narrative will support each rating for each factor in M.9. Performance risk is associated with an Offeror's likelihood of success in performing the solicitation requirements as indicated by the Offeror's record of past performance. The Government will use Past Performance Databases.

**M.4.4.1** The Government will use past performance information to assess performance risk as follows:

**M.4.4.1.1 Low** – Offeror's past performance record provides no doubt that the Offeror will successfully perform the effort.

**M.4.4.1.2 Moderate** – Offeror's past performance record provides some doubt that the Offeror can successfully perform the effort.

**M.4.4.1.3 High** – Offeror's past performance record provides substantial doubt that the Offeror can successfully perform the effort.

**M.4.4.1.4 Unknown** – Offeror has no relevant performance record. A thorough search of databases or previous customers was unable to identify any past performance information.

**M.4.4.2** An Offeror with no relevant past performance history will not be evaluated

favorably or unfavorably on past performance. Instead, the Offeror will receive an "Unknown" performance risk rating.

**M.5 Source Selection Process** The Government (Source Selection Authority) selects the Source Selection Evaluation Board (SSEB) to evaluate proposals furnished under this Solicitation. The SSEB is comprised of technically qualified individuals selected by the Source Selection Authority to conduct this evaluation. The SSEB will perform a detailed evaluation of each proposal in accordance with the Evaluation Criteria of the RFP and will prepare a report for the Source Selection Authority that describes the results of the proposal evaluation.

## **M.6 Evaluation Areas, Factors and Sub factors**

### **M.6.1 Evaluation Areas**

- A. Technical/Management (Area)
- B. Price (Area)
- C. Past Performance (Area)

**M.6.1.1 Relative Weightings** - The Technical/ Management Area carries significantly greater importance than Price. Price has slightly greater importance than Past Performance. The Government is willing to pay more if increases in the technical merit of the proposal or past performance warrant it. However, Price may become more significant in importance if competing proposals offer equal and comparable value for non-price evaluation factors.

### **M.6.2 Technical/ Management (Area)**

#### **A. Integration Approach Factor**

- 1. Integration and Manufacturing Production Methods Sub factor
- 2. Quality Control/ Production Flow Sub factor
- 3. Organization Structure and Responsibilities Sub factor
- 4. Facilities and Equipment Sub factor

#### **B. Program Management Factor**

- 1. Program Schedule Sub factor
- 2. Quality Assurance Sub factor
- 3. Key Personnel Sub factor
- 4. Subcontractor Management Sub factor
- 5. Data Management Sub factor

#### **C. Engineering Factor**

- 1. Reliability/ Maintainability Sub factor
- 2. Design Engineering Sub factor
- 3. Configuration Management Sub factor
- 4. Software Engineering Sub factor

5. Human Factor Engineering Sub factor
6. Environment, Safety and Occupational Health Sub factor

**D. Integrated Logistics Support Factor**

1. Integrated Logistics Support System Sub factor
2. Logistics Support Analysis Sub factor
3. Training Sub factor
4. Supply Support Sub factor
5. Technical Publications Sub factor
6. Unique Identification (UID) Sub factor

**E. Socio-Economic Commitment Factor**

**M.6.2.1** Factor A (Integration Approach) is more important than Factor B (Program Management). Factor B is more important than Factor C (Engineering). Factor C is equal to Factor D (Integrated Logistics Support). Factors C and D are significantly more important than Factor E (Socio-Economic Commitment).

**M.6.2.2** Within Factor A (Integration Approach), Sub factors 1 through 4 are equally important.

**M.6.2.3** Within Factor B (Program Management), Sub factors 1 through 5 are in order of precedence and have equal distance.

**M.6.2.4** Within Factor C (Engineering), Sub factors 1 through 6 are in order of precedence and have equal distance.

**M.6.2.5** Within Factor D (Integrated Logistics Support), Sub factors 1 through 3 are in order of precedence and have equal distance. Sub factors 4 and 5 are equal and are equal distance from Sub factor 3. Sub factor 6 is last in the order of precedence and has equal distance from Sub factors 4 and 5.

**M.6.2.6** Factor E does not have any subordinate Sub factors.

**M.6.3 Price (Area)** - This Area has no subordinate factors or sub factors. However, the Government will review each Offeror's price proposal to ensure compliance with the solicitation requirements. Offerors will be required to price all Contract Line Item Numbers (CLINs) including all Options. Option prices will be evaluated in accordance with FAR Part 52.217-5. The Government will conduct a price realism analysis on each Offeror's proposal to assess and evaluate the realism and reasonableness of the Offeror's proposed price for the performance of the individual requirements of this solicitation.

**M.6.4 Past Performance (Area)** The past performance assessment will be based upon the current and past performance of the Offeror and its proposed major subcontractors as it relates to the likelihood of successfully performing the solicitation requirements on

schedule and within proposed costs. The past performance area consists of seven (7) factors:

- A. Quality of Performance (Factor)
- B. Timeliness (Factor)
- C. Cost Control (Factor)
- D. Subcontract Management (Factor)
- E. Staffing (Factor)
- F. Complexity of Work Performed (Factor)
- G. Business Relations (Factor)

**M.6.4.1** Factors A through C are equally important. Factor D is less important than A through C but is greater than Factor E; all of the distances are equal. Factors E and F are equally important. Factor G is last in the order of precedence and has equal distance from Factors E and F.

**M.6.4.2** Factors A through G have no subordinate sub factors.

**M.6.4.3** The Government may use data provided by the Offeror and data obtained from other sources on conducting the performance risk assessment. While the Government may elect to consider data obtained from other sources, the burden of providing thorough and complete past performance information rests with the Offeror.

## **M.7 Technical/ Management Evaluation Factor Descriptions**

### **M.7.1 (Chapter 1) Integration Approach**

A. The Integration Approach factor consists of four (4) sub factors: 1) Integration and Manufacturing Production Methods, 2) Quality Control/ Production Flow, 3) Facilities and Equipment and 4) Organization and Responsibilities

B. The Government will evaluate the Offeror's proposal with respect to the proposed integration and manufacturing approach for the Full Rate Production of the two (2) JSLNBCRS variants (HMMWV and LAV), as well as the techniques, disciplines, and procedures used in ensuring the systems meet the requirements of the Statement of Work (SOW) and the System Performance Specification (SPS). The Offeror's approach will be evaluated with a focus on the soundness of the proposed integration and manufacturing production approach. The Government will evaluate the Offeror's understanding of the overall program as delineated in the Statement of Work. This includes, but is not limited to, the Offeror's description of the technical challenges which would be faced in executing the JSLNBCRS FRP, any constraints inherent in the integration of the required types of equipment onto the two (2) vehicle platforms, performance trade-offs, and the constraints or limitations identified by the Offeror which result from the selected integration and manufacturing approach.

**M.7.1.1 Integration and Manufacturing Production Methods** - This Sub factor will evaluate the Offeror's proposed Integration and Manufacturing Production methods, as well as the demonstration of producibility principles used, to integrate, manufacture, produce and deliver the vehicle types and quantities of deliverables specified by the contract.

**M.7.1.2 Quality Control And Production Flow** - This Sub factor will evaluate the Offeror's quality control procedures for the production line and the production flow required to produce and deliver the types and quantities of deliverables specified by the contract.

**M.7.1.3 Facilities and Equipment** - This Sub factor will evaluate the facilities and equipment that the Offeror proposes to use to manufacture, integrate and deliver the JSLNBCRS vehicles to be produced under the contract and to perform the other requirements of the statement of work.

**M.7.1.4 Organization Structure and Responsibilities** – This Sub factor will evaluate the Offeror's Integration/ Manufacturing Organization Structure approach and the responsibilities of the elements within the organization.

## **M.7.2 (Chapter 2) Program Management**

A. The Program Management Factor consists of five (5) Sub factors: 1) Program Schedule, 2) Quality Assurance, 3) Key Personnel, 4) Subcontractor Management and 5) Data Management

B. The Government will evaluate the Program Management techniques, disciplines, and procedures to be used in executing this contract. This shall include the manpower that is currently employed, or will be employed in the event of contract award in support of the JSLNBCRS program, the facilities that are currently established, or will be established in the event of contract award. The Offeror's proposals shall assure that contract activities are performed in a timely manner to meet program milestones. The Government will review the Offeror's proposed outline of the services and support that the subcontractors will accomplish. The Government will also review the Offeror's proposed outline of procedures to be used to ensure that the subcontractors' products conform to requirements and delivery schedules. The Offeror shall outline the quality assurance program procedures and disciplines. Within the Program Management factor, an evaluation will be performed based upon the Sub factors listed below.

**M.7.2.1 Program Schedule** – This Sub factor will evaluate the Offeror's proposed program schedule to determine the soundness of the Offeror's approach to meeting all contract milestones. The Government will review the Offeror's proposed Master Program Schedule using MS Project.

**M.7.2.2 Quality Assurance** - This sub factor will evaluate the Offeror's quality assurance program (vice quality control) to assure that all work performed under the contract meet all quality assurance provisions set forth in the contract.

**7.2.3 Key Personnel** – This Sub factor will evaluate the qualifications of the following key personnel. Within each of these sub factors, there are no set orders of importance.

**M.7.2.3.1 Program Manager**– This sub factor will evaluate the Offeror's proposed Program Manager. This subfactor will evaluate the proposed Program Manager's education, management experience and program management experience. This sub factor will also evaluate the Program Manager's knowledge, skills and abilities as they apply to managing high dollar, complex programs as well as managing personnel within their program teams.

**M.7.2.3.2 Integrated Logistics Support Manager** – This sub factor will evaluate the Offeror's proposed Integrated Logistics Support Manager. This subfactor will evaluate the proposed Integrated Logistics Support Manager's education, program experience and logistics experience. This sub factor will also evaluate the Integrated Logistics Support Manager's knowledge, skills and abilities as they apply to: the ability to manage and execute Integrated Logistics Support; proficiency in Logistics Support Analysis Records (LSARs) and/ or Logistics Management Information (LMI); ability to work in both Independent & Team environments and the ability to lead/facilitate Integrated Product Teams (IPTs).

**M.7.2.3.3 System Engineer** – This sub factor will evaluate the Offeror's proposed System Engineer. This subfactor will evaluate the proposed System Engineer's education, program experience and engineering experience. This sub factor will also evaluate the System Engineer's knowledge, skills and abilities as they apply to all aspects of systems engineering and related technical development activities, including systems hardware, electrical, software, subcontracts, testing, production, and integrated logistics support, to ensure optimal technical performance within established budgets and schedules of this contract.

**M.7.2.3.4 Training Manager** – This sub factor will evaluate the Offeror's proposed Training Manager. This subfactor will evaluate the proposed Training Manager's education, program experience and training experience. The sub factor will also evaluate the Training Manager's knowledge, skills and abilities as they apply to the equipment and ability to train the end user.

**M.7.2.4 Subcontractor Management** - This sub factor will evaluate the Offeror's approach, procedures and controls to ensure that products and services obtained from suppliers, vendors and subcontractors meet the performance, quality, and schedule requirements contained in the contract.



**M.7.2.5 Data Management** - This sub factor will evaluate the Offeror's plan and ability to manage of all data required under this contract. This sub factor will also evaluate the Offeror's Contract Data Requirements List (CDRL) plan.

### **M.7.3 (Chapter 3) Engineering**

A. The Engineering Factor consists of six (6) Sub factors: 1) Reliability/Maintainability, 2) Design Engineering, 3) Configuration Management, 4) Software Engineering, 5) Human Factor Engineering and 6) Environment, Safety and Occupational Health

B. The Government will evaluate the techniques, disciplines, and procedures to meet the requirements of the SPS/SOW with respect to engineering. Within Engineering, an evaluation will be performed based upon the factors and Sub factors listed below.

**M.7.3.1 Reliability/Maintainability** - This sub factor will evaluate the Offeror's approach for establishing and maintaining a comprehensive Reliability and Maintainability (R&M) program to ensure the JSLNBCRS meets the R&M standards set forth in the Performance Specification.

**M.7.3.2 Design Engineering**— This sub factor will evaluate the Offeror's approach for establishing and maintaining an effective system engineering program/ process, to include appropriate design & production reviews, open systems design approach, corrosion prevention and control, Human Systems Integration, Reliability & Maintainability program; Testability and Quality Management will be assessed.

**M.7.3.3 Configuration Management** – This sub factor will evaluate the Offeror's plan for establishing and maintaining a configuration management (CM) process for the control of all hardware and software configuration documentation, media and parts representing or comprising the JSLNBCRS. The Offeror's CM process consisting of configuration identification, configuration control, configuration status accounting and configuration audits will be assessed.

**M.7.3.4 Software Engineering** - This sub factor will evaluate the Offeror's approach for developing, integrating, delivering, and maintaining the Software Installer Device to load and configure all JSLNBCRS GOTS and COTS operating system and mission application software.

**M.7.3.5 Human Factors Engineering** - This sub factor will evaluate the Offeror's integration approach for the JSLNBCRS that includes human characteristics, anthropometrics, cognitive capabilities, performance aiding, control and display integration, automation and perceptual cuing.

**M.7.3.6 Environment, Safety and Occupational Health** - This sub factor will evaluate Environment, Safety and Health hazards program and the Offeror's approach and ability

to establish a program that manages the probability and severity of all hazards associated with development, integration, use, demilitarization and disposal of the system.

#### **M.7.4 (Chapter 4) Integrated Logistics Support.**

A. The Integrated Logistics Support Factor consists of six (6) Sub factors: 1) Integrated Logistics Support System, 2) Logistics Support Analysis, 3) Training, 4) Supply Support, 5) Technical Publications and 6) Unique Identification (UID)

B. The Government will evaluate the procedures to be used in implementing a comprehensive Integrated Logistics Support within the JSLNBCRS program to ensure supportability and maintainability of the Offeror's hardware, and program experience in using LSA/ LSAR to develop the maintenance and support plans, manuals, provisioning, and related ILS elements specified in the JSLNBCRS SOW. Within Integrated Logistics Support an evaluation will be performed based upon the factors and Sub factors listed below.

**M.7.4.1 Integrated Logistics Support Program** - This sub factor will evaluate how the proposed ILS elements apply to the logistics support and maintenance requirements for the JSLNBCRS. This Sub factor will also evaluate the Offeror's ILS integration approach as it relates to the manufacturing and production process. Interim Contractor Logistics Support (ICLS) will be evaluated under this sub factor.

**M.7.4.2 Logistics Support Analysis** - This sub factor will evaluate the Offeror's approach to establish, manage, and execute Logistics Support Analysis. This Sub factor will also evaluate the Offeror's ability to develop and maintain Logistics Support Analysis Records (LSARs)/ Logistics Management Information (LMI).

**M.7.4.3 Training** - This sub factor will evaluate the Offeror's ability to conduct training (train the trainer and if necessary, train the end-user) and develop training materials to support the JSLNBCRS system and subsystems. This sub factor will evaluate Offeror's approach to modifying and integrating existing Government furnished training material with the unique JSLNBCRS training material as an Integrated System Training Package (that will transfer to the Government).

**M.7.4.4 Supply Support** - This sub factor will evaluate the Offeror's ability to establish and maintain a Parts Management Program that will ensure the use of parts that meet contractual requirements, and the Offeror's approach to updating and maintaining Provisioning Technical Documentation

**M.7.4.5 Technical Publications** - This sub factor will evaluate the Offeror's approach for developing and delivering System Level Manuals in accordance with Technical Manual Contract Requirements including document certification and Electronic Technical Manuals (ETMs) format.

**M.7.4.6 Unique Identification (UID)** - This sub factor will evaluate the Offeror's approach for implementing a specific Unique Identification (UID) marking program, as defined in MIL-STD-130.

**M.7.5 Chapter 5 Socio-Economic Commitment** - This factor will evaluate the extent to which the Offeror will use small businesses, small disadvantaged businesses, HUB Zones, historically black colleges and universities or other minority institutions in the performance of the contract. Reference for this factor is Federal Acquisition Regulation Part 19.

## **M.8 Price Evaluation Factor Description**

**M.8.1** The Government will review each Offeror's price proposal to ensure compliance with the solicitation requirements. Offerors will be required to price all Contract Line Item Numbers (CLINs) including all options. Option prices will be evaluated in accordance with FAR Part 52.217-5. The total price of all CLINs will be used in the evaluation and source selection process.

**M.8.2** The Offeror's price proposal will be evaluated for price realism and price reasonableness. The evaluation will include an analysis of proposed costs and profit as submitted on the Standard Form 1411, Contract Pricing Cover sheet, together with all supporting information. The evaluation of prices may include information from the Defense Contract Audit Agency (DCAA), the Defense Contract Management Agency (DCMA), government technical personnel and information from other sources that the Source Selection Authority deems appropriate.

**M.8.2.1 Price Realism** - The government will evaluate the realism of each Offeror's proposed prices to determine if the proposed prices are consistent with the proposed technical/management approach. A price realism analysis will include an evaluation of the extent to which each Offeror's proposed prices indicate a clear understanding of and a sound approach to satisfying solicitation requirements. Price realism will also assess the degree to which the prices included in the price proposal accurately represent the work effort described in the proposal, and the approaches and any risk assessments made in the proposal. Emphasis of price realism will be placed on the evaluation and considered to determine what the most probable actual price to the Government will be in relation to the proposed approach. The government's estimate of the most probable price will be used in the final evaluation and source selection.

**M.8.2.2 Price Reasonableness** - The government will evaluate Offeror's prices to determine if the total price for the effort is fair and reasonable.

## **M.9 Past Performance Evaluation Factor Description**

A. The Past Performance Area consists of seven (7) Factors: 1) Quality of Performance, 2) Timeliness, 3) Cost Control, 4) Subcontract Management, 5) Staffing, 6) Complexity of Work Performed and 7) Business Relations

B. The Government will evaluate and consider the quality of the Offeror's past performance as part of the overall proposal evaluation process. The Government will review the Offeror's proposed outline of records of conformance to Government specification requirements and to standards of good workmanship; the Offeror's adherence to contract schedules, including the administrative aspects of performance; the Offeror's reputation for reasonable and cooperative behavior, and commitment to customer satisfaction and the Offeror's business concern for the interests of the customer. The assessment of the Offeror's past performance will be used as one (1) means of evaluating the relative capability of the Offeror to meet the performance requirements of the proposed contract, as well as a means of evaluating the credibility of the Offeror's proposal. Thus, an Offeror with an exceptional record of past performance may receive a more favorable overall proposal evaluation ranking than another whose record is acceptable, even though both may have otherwise equally acceptable proposals. In investigating an Offeror's past performance, the Government will consider information provided by the Offeror and information obtained from other sources, such as past and present customers, other Government agencies, consumer protection organizations, better business bureaus, and other official agencies.

**M.9.1 Quality of Performance** - This factor will evaluate the performance risk associated with the Offeror's ability to meet the contract's technical objectives and quality requirements.

**M.9.2 Timeliness** – This factor will evaluate the performance risk associated with the Offeror's ability to meet the contract's schedule requirements and to provide proposals or other requested information for tasks or modifications on a timely basis when requested by the Government.

**M.9.3 Cost Control** – This factor will evaluate the performance risk associated with the Offeror's ability to perform the effort within the negotiated contract costs and to avoid cost overruns. Performance risk for this factor will also evaluate the extent to which direct and indirect pricing rates and factors initially proposed for contracts by the Offeror remained consistent during performance.

**M.9.4 Subcontract Management** – This factor will evaluate the performance risk associated with the Offeror's ability to successfully manage subcontractors. Topics for evaluation will include the ability to meet contract objectives in a timely, cost effective manner and the Offeror's history of meeting Small Business set aside goals.

**M.9.5 Staffing** – This factor will evaluate the performance risk associated with the Offeror's ability to hire and retain the personnel necessary to perform the contract. Performance risk for this factor will evaluate the extent to which those personnel proposed for contract performance have been employed to similar efforts.

**M.9.6 Complexity of Work Performed** – This factor will evaluate the performance risk associated with the Offeror's ability to perform the effort for projects of a similar magnitude and complexity of the effort described in the solicitation.

**M.9.7 Business Relations** – This factor will evaluate the performance risk associated with the Offeror's ability to perform the contract in a reasonable and cooperative manner with a commitment to customer satisfaction.